(((H95000000866))) ELECTRONIC FILING COVER SHEET TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY DEPARTMENT OF STATE STATE OF FLORIDA 409 EAST GAINES STREET 1492 W FLAGLER ST SUITE 200 MIAMI FL 33135-TALLAHASSEE, FL 32399 02-CONTACT: RAY FAX: (904) 922-4000 STORMONT PHONE: (305) 541-3694 FAX: (305) 541-3770 (((H95000000888))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A. NAME: PYRAMED MEDICAL BILLING GROUP, INC. UMBER: H95000000886 CURRENT STATUS: REQUESTED FAX AUDIT NUMBER: H95000000886 DATE REQUESTED: 01/23/1995 TIME REQUESTED: 11:19:15 CERTIFICATE OF STATUS: 0 METHOD OF DELIVERY: FAX ACCOUNT NUMBER: 072450G03255 CERTIFIED COPIES: 1 NUMBER OF PAGES: 6 ESTIMATED CHARGE: \$122.50 Note: Please print this page and use it as a cover sheet when submitting documen's to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to Mtype the Fax Audit bottom of all pages of the document. (((H95000000866))) ** ENTER 'M' FOR MENU. ** ENTER SELECTION AND (CR):

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Prepared by:
Acelo Pedroso
FIBU-915815
169 E. Floglerst. #1527. ARTICLES OF INCORPORATION
miomi, FI 33131
305-381-9188

Pyramed Medical Billing Group, Inc.

We, the undersigned, natural persons competent to contract, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers rights, privileges and immunities hereinafter, and we do make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation, and to that end we do by these Articles set forth:

ARTICLE

NAME

The name of this corporation shall be Pyramed Medical Billing Group, Inc.

ARTICIRII

DURATION

The duration of the corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The general nature of the business, objects and purposes proposed to be carried on and transacted, are to do any and all lawful business for which corporations may be incorporated under the laws of the State of Florida including but not limited to the following:

- (a) Medical billing and other administrative services on behalf of medical doctors:
- (b) To borrow money and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges, or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable on the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or for any other lawful object;
 - (c) To guaranty, hold, purchase, sell, assign, pledge, mortgage or otherwise dispose

of the shares of capital stock, or any bonds, securities, or evidence of indebtedness created by any other state or government, and while the owner of such stock to exercise all the rights powers and privileges of ownership, including the right to vote thereon;

- (d) The purposes specified herein shall be construed both as powers and purposes and shall in no wise be limited to or restricted by reference to, or inference from the terms of any other clause in this or any other Article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms of or the general powers of the corporation under the laws of the State of Florida; nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not
- (c) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and in general to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth herein.

ARTICLE IV

CAPITAL STOCK

- (a) The aggregate number of shares of stock which the corporation is authorized to issue at any time is One Thousand (1,000) shares of Common Stock, which shall have no par value.
- (b) Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro-rate share thereof (as nearly as may be done without the issuance of fraction shares) at the price at which it is offered to others.

<u>ARTICLE V</u>

PRINCIPAL OFFICE

The address of the principal office of the corporation in the State of Florida is: 2445 Lake Pancoast Drive, #9, Miami Beach, Florida 33140; and the name of the corporation's initial Registered Agent is Acelo I. Pedroso, Esq., located at the following street address: 169 East Flagler Street, Suite 1527, Miami, Florida 33131.

The stockholders may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

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DIRECTORS

The number of directors of this corporation shall not be less than one (1). The mumber of directors may be increased from time to time by the By-Laws.

The names and addresses of the initial Board of Directors of this corporation is:

Robert Freeman 2445 Lake Pancoast Drive Number 9 Miami Beach, Florida 33140 Teresa Fernandez 2445 Lake Pancoast Drive Number 9 Miami Beach, Florida 33140

Militza Caballero 6755 N.W. 199 Street Miami, Florida 33015

ARTICLE VII

INCURPORATOR

The name and address of the incorporator of this corporation is:

Robert Freeman 2445 Lake Pancoast Drive Number 9 Miami Beach, Florida 33140

ARTICLE VIII

ADDITIONAL POWERS

The directors of the corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, after and repeal the By-Laws and to see apart out of any funds of the corporation available for dividends a reserve or any reserves for any proper purpose, and to after or abolish such reserve.

- (a) The corporation shall have a first lien on the shares of its members stock and upon all dividends due them for any indebtedness by such members of the corporation.
- (b) The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever.
- (c) The corporation shall have full power and lawful authority to accept property, real, personal or mixed; labor and services (whether such services are performed prior to or

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after issuance of stock, provided that if the stock is issued prior to the rendition of the services, the shareholder shall execute a written promise to provide such services) in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

- (d) The shares of capital stock of the corporation, when certificates thereof shall be issued, shall be fully paid and non-assessable.
- (e) Shares of the capital stock of the corporation shall be transferred only on the books of the corporation by the holders thereof in person, or by their attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares
- (f) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation and Certificate of Incorporation in any manner now or hereafter prescribed by law, and all rights confessed on officers, directors and stockholders herein granted.

ARTICLE IX

DIRECTOR ACTION

The director of this corporation may take action by written consent as provided by law.

ARTICLE X

INDEMNITY

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

in Witness Whereof, I have hereunto subscribed my name, at Miami; Dade County, Florida, this 21 day of January, 1995.

Robert Freeman

Presented by Acelo I. Pedroso, Attorney at Law Florida Bar No.: 915815 169 East Flagler Street, Suite 1527 Miami, Florida 33131

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE POR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPCN THOM PROCESS MAY BE SERVED

In purmance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Pyramed Medical Billing Group, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami County of Dade, State of Florida, has named Acelo I. Pedroso located at 169 East Flagler Street, Suite 1527, Miami, Florida 33131, County of Dade, State of Florida, at its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Acelo L'Pedroso

Registered Agent